

EXHIBIT A

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | |
|---|--------------------------|
| -----X | |
| In re | : Chapter 11 |
| | : : |
| General Motors Corporation, <i>et al.</i> | : Case No. 09-50026 |
| | : (REG) |
| Debtors. | : : |
| | : (Jointly Administered) |
| -----X | |

**DECLARATION OF DAVID HILL IN OPPOSITION
TO MOTION TO APPROVE SALE UNDER 11 U.S.C. § 363(b)**

David Hill declares as follows:

1. My name is David Hill. I am sixty years old. I retired in January 2007 from Delphi's shock absorber production area after working there for over thirty-one years.
2. I have suffered two strokes, and several Transient Ischemic Attacks (TIAs). Since the stroke, I have lost brain cells and short-term memory, as well as about thirty pounds. I also have high-blood pressure and gout, and get numbness in my feet. I have restless nights and can't sleep.
3. I am the legal guardian of my ten year old granddaughter, and if GM succeeds in taking away my health benefits she will no longer have health insurance either. We would be in

a fix. It is very stressful to me that I am her sole source of support and may not be able to take care of her if my health deteriorates.

4. I had to stay in the hospital in both January 2008 and January 2009, and incurred well over \$250,000 in hospital bills. Without my union health care, I would have been dead or destitute.

5. I am too young to qualify for Medicare or Social Security. I receive \$2,400 a month from my pension and I have a part time job in the union hall. My medications alone would cost more than I receive in my pension if I didn't have health insurance. My home costs \$900 a month to rent, and the utilities are extra.

6. There just isn't enough to go around and cover my medical costs. With the plan that GM proposed to my union, I would have to pay at least \$10,000 in out of pocket costs. I would have high monthly premiums, a \$5000 deductible, and then I'd be responsible for 20% of the next \$10,000. I could never afford that and keep a roof over our heads.

7. GM's threats to abandon retirees like me, and our families, are just not fair. If they get away with taking away our health care it will severely negatively affect my life and my granddaughter's life. Already, I can't walk up two flights of stairs without having to sit down for thirty minutes just to catch my breath. Worse, because of my health and my feet I can't play with my granddaughter.

8. It is never something I thought I would have to face. GM guaranteed us time after time over the years that they would provide life-time health care benefits to the members of our union. This just isn't right.

9. If GM gets away with taking the assets out of the company and leaving its non-UAW

union represented retirees behind, I'll pay a fortune in deductibles and premiums. I can't afford that in my condition, because I have to take nine different prescriptions on a regular basis.

10. I take Proclar and Curunda for my high blood pressure, Ambien for help with sleeping, Folic acid for my thyroid condition and two other thyroid medications, Aprurall for gout, Elivil as an anti-depressant, and a pill for the numbness in my feet.

11. There are thousands of union members just like me who have been left high and dry because of what GM is trying to do to us.

Date: June 25, 2009

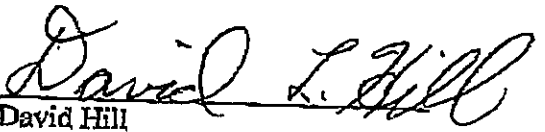

David Hill

EXHIBIT B

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**DECLARATION OF EARL R. WILLIAMS IN OPPOSITION
TO MOTION TO APPROVE SALE UNDER 11 U.S.C. § 363(b)**

Earl R. Williams declares as follows:

1. My name is Earl R. Williams. I am 58 years old. I worked for GM at the Moraine plant for thirty-three years, starting at Frigidaire when it was still owned by GM. I retired in December 2006. I am a member of the IUE-CWA.
2. I was diagnosed with a heart condition in 2000. Because of my health coverage I was able to go see a doctor. I had been having chest pains for a while, and I was able to talk to my doctor about the possibility of heart problems, and do stress tests. Then it got worse. I had a heart attack in 2001, and there is no doubt in my mind that I am alive today because of my health care coverage. I was at work and felt chest pains, and then it felt more serious. I recognized the symptoms and I knew something was wrong because of my discussions with my doctor.

3. They sent me from the plant to the hospital, and when they checked me out I hadn't had a heart attack. I was released and went home, and had an appointment to come in for more tests the next day. That night I had my heart attack. I managed to get to the hospital, and they stabilized me. They discovered my arteries had closed, so they put two stents in my arteries and saved my life. I had enough trouble accepting I was having a heart attack at the time it happened. Without health care I would have thought twice about going to the hospital, and maybe convinced myself it wasn't that serious. Then I would almost certainly have died.

4. My problem is that my right coronary is not in very good shape, so I am not a good candidate for bypass surgery. I had to go back in to the hospital three months after my heart attack so they could unblock another artery that had been overlooked. My cardiologist says we just have to do everything we can to keep my arteries open for as long as possible, to keep me from having another heart attack, because they are finding new and better treatments. I'm fighting time. Because of my many medications and excellent care I am still alive today.

5. The fear of losing my health care really works on me. I personally know people, fellow IUE-CWA members who worked at GM, who are worse off than me. I have no question that if GM is allowed to cut off the health care that they promised to us it will be a death sentence for some people. I don't see how that can be treated lightly.

6. All of us are working type folks, and we have been playing by the rules. You do what you are supposed to do, work a job for over thirty years, and then they threaten to take away your health care. It's just not a decent way to treat people. I can't understand it. The people who made this deal must have been aware of the over 40,000 IUE retirees and

dependents who rely on their GM health coverage. We are not invisible. And yet I feel invisible, because our group was chosen to be sacrificed, while other people were taken care of.

7. Ever since GM first made their trip to Washington I started worrying. I knew the Moraine plant had shut down, and that was the last of the IUE-CWA represented plants. So we didn't have as strong a bargaining position as the UAW, who still represented active GM employees. But I knew that the IUE-CWA and GM had worked out an agreement, so I never thought they would try to take away the health care that they promised us. When they got back from Washington apparently they had decided not to abide by our agreement anymore.

8. I have family members that are GM workers, represented by the UAW, and half of them are retired. We talk about what's going to happen with our benefits, and we knew that we might all have to pay a little more. But I really started getting worried when all the news was about GM, the Treasury, and the UAW. It doesn't take a brilliant person to know something has been left out when it is you who has been left out.

9. My brother didn't survive his heart problems. He was a GM worker and belonged to the UAW. Every former GM worker in my family deserves the same health care coverage, that's the only fair thing. It doesn't matter who is going to keep working for GM in the future, together we built that company for the last thirty years and we deserve to be treated the same way.

10. It is particularly difficult to take because it's not just the company I worked for for thirty-three years doing this, it's my government. That makes it rather personal. I've

always thought and believed that my government does care about me, and I don't want that belief to be destroyed. I hope to keep believing that.

11. I read the news and there are billions of dollars of our money being spent to keep companies like AIG and the rest of them in business. But it is the middle class people in this country that keep this country going. We paid our dues, and now I feel like my life and the lives of everyone I know are not important, that my life doesn't mean anything. If the worst case scenario becomes real and GM is allowed to strip us of our health care benefits it will change me for the rest of my life. I have always played by the rules. I stop at a stop sign even when there is no traffic, that's the way I was raised and the way I'm built. But this has really shaken the foundation of what I believe in.

12. I do not take it lightly that someone has shaken my confidence in my country. There are people in control, and this is their decision. It is so hard for me to believe that they would let this happen. What makes America strong is the family that's quiet, and they don't holler at the tops of their lungs, but they need to be heard. Especially when so many other people, and our fellow union members at the UAW, are being taken care of. Don't let those people down. I know I couldn't do it and I'll never understand it if they do.

13. One of the main reasons I went to work at GM was because of the benefits. I already had one child and another on the way, and it was important to me to have benefits for my family. When you retire, you don't have to worry about anything, that's the way it has always been with GM. And that's why I stayed. I worked all those years, did the best that I could, but now I feel like that time was wasted since unless somebody stops this travesty they will be allowed to just rip my benefits away from me. I earned those benefits.

14. My story is not that different than a lot of people. You won't hear them complain, but they are absolutely upset. Right now they feel helpless, no one wants to see this happen but no one knows what to do. So this is for my wife and for all the people that I know. Also for all the people I don't know, since I understand GM is threatening to cut off health care coverage for over 50,000 people who belonged to unions other than the UAW. In my town of Wilmington, Ohio, that is a lot of people.

15. Losing my health insurance would have a devastating effect on my life. I'm not old enough for Medicare or Social Security, so I would have to somehow manage to live long enough to qualify for assistance. It is hard to accept that my government would do that to me. My understanding is that the government will own the majority percentage of the new GM, so I guess they will have the majority percentage of the responsibility for the pain and hardship IUE-CWA members will suffer if they lose their health insurance. They have got to do the right thing.

16. I just recently had a stress test because I've been having some chest pains. Today I have another test involving an ejection infraction, which concerns the amount of effort it takes for the heart to move blood throughout the body. If I didn't have my health coverage I wouldn't know that there were all these things going wrong. I'm terrified that I'm going to go in and find out that I have to have a major procedure, and my health insurance will be gone. I plan to come to the Court hearing on June 30 about this critical issue, but I may have to be in the hospital.

17. I take a lot of medications for my heart. My cardiologist made it clear that they've got to keep my arteries open for as long as possible, or else I will have another heart attack. Since I'm not a candidate for a bypass because my arteries were so damaged, it's all

through medication. I take Lisinopril for my blood pressure. I used to take it once a day but now I take it twice a day since my blood pressure has gotten irregular. I take Terazosin for blood pressure and prostate once a day. I take Metoprotartrape, which is for angina chest pain, and which helps to slow the heart beat down on the theory that if it beats less frequently it may last longer. However, the last time they checked my heart was beating 48 beats a minute last week they lowered the dosage from one tablet to half a tablet once a day. I take Triazolam, a sleeping pill, once a night, and Bupropion once a day for depression. I take Isosorbide once a day which relaxes and widens my arteries to help my blood move freely, and Tricor once a day to help cut cholesterol and triglycerides. I take Plavix and Lipitor once a day to manage cholesterol. I also take Nexium, for reducing acid, because I have Barrett's esophagus. Since this is a condition that could lead to cancer I have to be screened for cancer at the end of the year.

18. I was a diabetic, and I was on medication, but due to my health care and doing my part I am now considered borderline diabetic and no longer have to take medication for it. There are so many things in my life that I never really gave any thought to because I had them, like the ability to have medicine and to talk to a nurse for advice about taking better care of myself. I did my part, but without medical care my diabetes would have inflamed. Instead I was able to get away from it and remain healthier.

19. From February 11, 2009 through June 1st of 2009, what the insurance paid out for my medications was \$2,928.94. I paid \$358.84 as a co-pay during that period. That is only for a four month period, so for the whole year I pay over one thousand dollars for my prescriptions. But without health coverage, my medication would cost an additional \$8,785. There is no way I can pay that. I take home approximately \$2600 per month from my

pension, and that is my only income. That supports my wife and me. She also has her health coverage through GM.

20. With my financial situation, even with the current health plan I still fall behind a little bit every month. That comes directly out of our savings. Losing my health coverage and trying to pay myself for my prescriptions would just drain me. If I pay out-of-pocket it assures me I might live a little longer, but I wouldn't have a life at all. I may not be able to take care of food or anything. It would take away every dime I had. I've been pretty well self-sufficient my whole life but if my health insurance is stripped from me I'm going to end up being a ward of the state. I'm one of the few people left in America with a good credit rating it seems, but that would be destroyed. It would be incredibly difficult for me. It would change everything in my life. I just don't know if that matters to anyone.

21. Because of my health benefits I've been able to see my kids graduate from college and go out on their own, and I'm incredibly thankful for that. This is very, very important to a lot of people who spent their lives working for GM, and who were promised in agreements negotiated with their unions that when they retired they would have health care. Those agreements need to be respected, and we need to be treated fairly. I love my country, and is it too much to ask that the leaders of our country show compassion and do what they know to be right?

Date: Dayton, Ohio
June 26, 2009

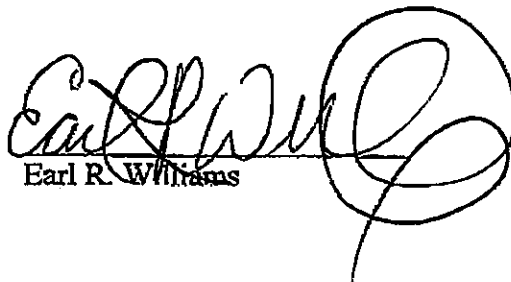

Earl R. Williams

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**DECLARATION OF JOE PATRICK IN OPPOSITION
TO MOTION TO APPROVE SALE UNDER 11 U.S.C. § 363(b)**

Joe Patrick declares as follows:

1. My name is Joe Patrick. I am 51 years old. I spent over twenty-eight years working for GM at the Moraine assembly plant in Dayton, Ohio. I worked for years on the assembly line, then in material control, then the last eleven years as the full-time elected union representative.

2. I helped negotiate the closing agreement for the Moraine plant that GM is now trying to walk away from. My union, the IUE-CWA, worked with GM in our 2006 negotiations to make changes to our Collective Bargaining Agreement to make us the most competitive GM plant in the country. In fact, we negotiated those competitive

changes, and then the UAW incorporated those changes into their contracts. The IUE-CWA and the UAW have always had very similar agreements with GM.

3. GM absolutely committed to provide lifetime retiree health care benefits. They said, put your mind at ease, we are committed to providing you your health care as you go into retirement. In the 2006 negotiations, the IUE-CWA agreed to set aside what was going to be a Cost of Living Adjustment (COLA) increase to make sure that retiree health care stayed and that the retirees wouldn't have to start paying more for their health care.

4. I have suffered from Atrial Fibrulation, which is a cardiac arrhythmia. I was diagnosed two years ago, and I've been taking medications since. The doctors are concerned. I am on two blood pressure medications, one medication that regulates my heart beat, and Tricor for cholesterol. The Tricor I know is very expensive. Together, these medications cost at least \$500 a month.

5. My wife, Phyllis Patrick, is a breast cancer survivor. She is 54 years old, and she is a beneficiary of my health care benefits. She was diagnosed and underwent surgery in 1999, and she had to have follow-up surgeries after that. We found out at the time that the costs for her surgeries were around \$60,000.

6. Phyllis goes to her oncologist three times a year for check-ups, which include blood tests. They are very expensive and I can't imagine how people afford treatment for cancer without health insurance. The oncologist is \$200 a visit, and we just started having to pay the doctor's office fees, so that is already a burden we are bearing.

7. Going through chemotherapy can cause the onset of osteoporosis, so Phyllis

has a bone scan once a year to check her bone density. She has osteopenia, which is a precursor to osteoporosis, and takes Actonel for it. She also takes medicine for her cholesterol, which got much higher after her chemotherapy.

8. We pay \$75 dollars a month for all of her prescriptions. We checked, and in the first half of this year GM has paid \$1500 for her prescriptions. If we had had to pay an extra \$250 a month for her prescriptions that would be very difficult for us.

9. I don't know what we would do if Phyllis were to get very sick again, and receive another cancer diagnosis and have to undergo more surgeries or another round of chemotherapy.

10. I had to retire in January 2009, because they shut down my plant in December 2008. That was earlier than I would have wanted to retire. I took a sixty percent pay cut, and we weren't quite ready for it. We are already taking money out of our savings, which is not something we had planned on doing this early in our lives.

11. If we lost our health care we would have to sell our house, and in this economy I don't know how far that would take us. It would only be a matter of time until we went through our savings. Losing their health care would bankrupt people. It's been so traumatic for us. I can't imagine how people who are currently undergoing treatment for cancer or heart surgeries are coping with this threat hanging over them.


12. My pension is only \$2800 a month, and then they take out taxes and life insurance, so I take home less than that. My wife runs a small storage facility which we own, but we are paying it off and make less than \$1000 per month from that. Neither of us is eligible for Medicare or Social Security.

13. What is devastating for us is to think about all of those years when I was

young, when I had total coverage but I didn't need my health care. Now in the most crucial years, when you start breaking down and getting sick, now they want to take away the health care they promised would always be there for us.

14. It just seems incredible that they would use this situation to break their promise that they agreed to in contract after contract over the years. We IUE-CWA workers at the Moraine plant were always one of the most competitive plants for GM. They had us working Sundays because there was so much demand for the cars that we built. We were the golden goose for GM, I heard them say. We went far and above whatever was asked of us for us to be competitive and strengthen the company. For them to treat us this way is devastating.

Date: Dayton, Ohio
June 26, 2009


Joe Patrick